

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS, HOUSTON DIVISION

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Galveston Bay Properties, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **81-3940153**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**708 Main Street, 10th Floor
Houston, TX 77002**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Harris
County

Location of principal assets, if different from principal place of business

**Galveston County, Texas
Chambers County, Texas
(offshore - state waters)**

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Galveston Bay Properties, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☐ No.
- ☒ Yes.

*This case is related to and involves the assets from:**In re Galveston Bay Energy, LLC, Case No. 16-31923-DRJ (Bankr. S.D. Tex., April 13, 2016)*

If more than 2 cases, attach a separate list.

Western District of Texas, San Antonio Division		When	8/09/17	Case number	17-51905-CAG
District	Southern District, Texas	When	4/13/16	Case number	16-31923

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Galveston Bay Operating Company, LLC	Relationship	Affiliate
District	Southern District of Texas, Houston Division	When	11/01/19
		Case number, if known	

Debtor **Galveston Bay Properties, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Galveston Bay Properties, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 1, 2019**

MM/DD/YYYY

X

Signature of authorized representative of debtor

Andrey Medvedev

Printed name

Title **President****18. Signature of attorney****X**

/s/ Kell C. Mercer

Date **November 1, 2019**

Signature of attorney for debtor

MM/DD/YYYY

Kell C. Mercer

Printed name

Kell C. Mercer, P.C.

Firm name

1602 E. Cesar Chavez Street**Austin, TX 78702**

Number, Street, City, State & ZIP Code

Contact phone **(512) 627-3512**Email address **kell.mercer@mercerc-law-pc.com****Tex. Bar No. 24007668**

Bar number and State

Fill in this information to identify the case:Debtor name **Galveston Bay Properties, LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS,
HOUSTON DIVISION**

Case number (if known): _____

☐ Check if this is an
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Ard Well Service LLC 17168 Frazier Drive Batson, TX 77519-7886						\$1,584.03
Barbers Hill Independent School District c/o Owen Sonik Perdue Brandon Fielder Collins & Mott 1235 N. Loop West #600 Houston, TX 77008						\$5,101.50
Blackgold Services, Inc. P.O. Box 1526 Liberty, TX 77575						\$1,148.84
HB Rentals P.O. Box 122131, Dept 2131 Dallas, TX 75312-2131						\$728.35
Industrial & Marine Service Co. P.O. Box 37 Pearland, TX 77581-6084						\$950.99
Integrity Energy Solutions 116 Diamond Creek Drive Broussard, LA 70518-5322						\$1,894.44

Debtor **Galveston Bay Properties, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
James O. Linnemann, CPA PO Box 142077 Arlington, TX 76014						\$3,776.90
Kimray Inc. PO Box 248869 Oklahoma City, OK 73124-8869						\$1,529.42
OMI Environmental Solutions P.O. Box 932127 Atlanta, GA 31193-2127						\$2,469.52
Progas Energy Services LLC 2464 FM 725 New Braunfels, TX 78130						\$1,828.77
Rekoll Oil LLC 2925 Richmond Avenue, Suite 1200 Houston, TX 77098						\$150,000.00
Reynaldo Trejo Trucking 1116 S. Stadium Road Alice, TX 78332-6803						\$1,591.63
Rubicon Resources, LLC Attn: Pat Robinson 3968 Reagan Lane Robstown, TX 78380						\$3,066.25
Shamrock Vacuum P.O. Box 476 Daisetta, TX 77533						\$1,029.13
South Coast Fire & Safety 6230 Brookhill Drive Houston, TX 77087-1102						\$1,557.15
Spectral Oil & Gas 25349 Borough Park Drive Spring, TX 77380						\$2,500.00
Superior Vacuum Services P.O. Box 320 Hardin, TX 77561						\$754.50
Trinity Consultants, Inc. P.O. Box 972047 Dallas, TX 75397-2047						\$833.37

Debtor **Galveston Bay Properties, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
USI Southwest 9811 Katy Freeway, Suite 500 Houston, TX 77024-1227						\$1,310.76
Walne Law, LLC 4900 Woodway, Suite 975 Houston, TX 77056						\$1,588.38

Fill in this information to identify the case:Debtor name Galveston Bay Properties, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS, HOUSTON DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 1, 2019

X

Signature of individual signing on behalf of debtorAndrey Medvedev

Printed name

President

Position or relationship to debtor

United States Bankruptcy Court
Southern District of Texas, Houston Division

In re Galveston Bay Properties, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clow Partners 27660 Central Drive Los Altos, CA 94022	Member	6.91%	Member
Grace Oil Investments LLC 5027 S. 136th Ave., Unit 605 Tulsa, OK 74134	Member	71.15%	Member
Petroleum Investments, LLC 605 W. 42nd Street, Apt. 33F New York, NY 10036	Member	14.43%	Member
Polk Family Petroleum LP c/o Kelsea Polk 11601 Shadow Creek Drive Manor, TX 78653-3892	Member	4.81%	Member
Prospect Oil Company, LLC c/o Walter H. Walne 4900 Woodway, Suite 975 Houston, TX 77056-1860	Member	.90%	Member
Rubicon Resources, LLC Attn: Pat Robinson 3968 Reagan Lane Robstown, TX 78380	Member	.90%	Member
Westwood Energy, Inc. c/o James Linnemann 4632 O'Connor Ct. Irving, TX 75062-3781	Member	.90%	Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 1, 2019

Signature


Andrey Medvedev

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Texas, Houston Division**

In re **Galveston Bay Properties, LLC**

Debtor(s)

Case No.

Chapter

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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Galveston Bay Properties, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Grace Oil Investments LLC
5027 S. 136th Ave., Unit 605
Tulsa, OK 74134

Petroleum Investments, LLC
605 W. 42nd Street, Apt. 33F
New York, NY 10036

☐ None [*Check if applicable*]

November 1, 2019

Date

/s/ Kell C. Mercer

Kell C. Mercer Tex. Bar No. 24007668

Signature of Attorney or Litigant

Counsel for **Galveston Bay Properties, LLC**

Kell C. Mercer, P.C.

1602 E. Cesar Chavez Street

Austin, TX 78702

(512) 627-3512

kell.mercer@mercerc-law-pc.com

**WRITTEN CONSENT RESOLUTIONS
OF MEMBERS AND MANAGER**

of

GALVESTON BAY PROPERTIES LLC

October 31, 2019

In lieu of a meeting, the below signed Members and Managers of Galveston By Properties LLC (the “**Company**”) do hereby approve and adopt the following consent resolutions as authorized by Sections 4.9 and 5.13 of the Amended and Restated Company Agreement of the Company:

RESOLVED, that in the judgment of the Members and the Managers, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that the Company be authorized and empowered to file, at such time as it is deemed necessary by the appropriate officer of the Company, a petition for relief (the “Petition”) under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”); and it is further

RESOLVED, that Andrey Medvedev, the President of the Company, is hereby authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition and cause the Petition to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper and necessary to effect any of the foregoing; and it is further

RESOLVED, that Andrey Medvedev, the President of the Company, is authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify and file or cause to be filed all other reasonable and customary applications, schedules, lists, motions and other papers and documents; and it is further

RESOLVED, that Andrey Medvedev, the President of the Company, is hereby authorized, directed and empowered to open any new bank accounts, as needed, to be designated as "Debtor-in-Possession" bank accounts pursuant to the filing of the petition under Chapter 11 of the Bankruptcy Code, and to include Andrey Medvedev, the President of the Company, as the signing party on such accounts, as representative of the Company; and it is further

RESOLVED, that effective October 23, 2019, Andrey Medvedev, the President of the Company, is authorized, directed and empowered to retain on behalf of the Company, Kell C. Mercer and the law firm of Kell C. Mercer, P.C. and Chris Adams and the law firm of Okin Adams, LLC, each as bankruptcy counsel, to represent

the Company in the aforesaid Chapter 11 bankruptcy case and all other related matters in connection therewith and such other terms and conditions as the officers shall deem advisable; and it is further

RESOLVED, that Andrey Medvedev, the President of the Company, is authorized and empowered, for and on behalf of the Company, to execute and file all such instruments and documents, to make all payments, to enter into all agreements and to do or cause to be done all acts and things that may be necessary or appropriate to carry out the purposes of the foregoing consent resolutions.

Consenting Managers:



Andrey Korkunov, Manager



Mikhail Reznikov, Manager



Andrey Platonov, Manager

Consenting Members:

GRACE OIL INVESTMENTS LLC
a Delaware limited liability company

By: 

Andrey Korkunov, Manager

PETROLEUM INVESTMENTS LLC
a Delaware limited liability company

By: 

Mikhail Reznikov, Manager

**United States Bankruptcy Court
Southern District of Texas, Houston Division**

In re **Galveston Bay Properties, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 1, 2019**

/s/ Andrey Medvedev

Andrey Medvedev/President

Signer/Title